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China Soft Power Technology Holdings Limited

中國軟實力科技集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 139)

VOLUNTARY ANNOUNCEMENT PLACING OF NOTES

Placing Agent

Central Wealth Securities Investment Limited

中達證券投資有限公司

PLACING OF NOTES

This is a voluntary announcement made by the Company in relation to the Placing.

On 22 December 2016 (after trading hours), the Company and the Placing Agent entered into the Placing Agreement, pursuant to which the Company has agreed to issue and the Placing Agent has agreed to act as placing agent, on a best effort basis, to procure Places to subscribe for the Notes with an aggregate principal amount of up to HK\$170,000,000 during the Placing Period.

Completion of the Placing is subject to certain terms and conditions under the Placing Agreement and the Placing may or may not proceed. Shareholders and potential investors are reminded to exercise caution when dealing in the securities of the Company.

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PLACING AGREEMENT

On 22 December 2016 (after trading hours), the Company and the Placing Agent entered into the Placing Agreement, pursuant to which the Company has agreed to issue and the Placing Agent has agreed to act as placing agent, on a best effort basis, to procure Placees to subscribe for the Notes with an aggregate principal amount of up to HK\$170,000,000 during the Placing Period.

Set out below is a summary of the principal terms of the Placing Agreement:

Date : 22 December 2016 (after trading hours)

Issuer : The Company

Placing Agent : The Placing Agent

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, as at the date of this announcement, the Placing Agent and its ultimate beneficial owner(s) are Independent Third Parties.

Placees : The Notes will be placed to Placees which will be independent professional, institutional or private investors, and who and whose ultimate beneficial owner(s) are Independent Third Parties.

Aggregate Principal Amount : Up to HK\$170,000,000

Placing Period : The period commencing from the date of the Placing Agreement and ending on the sixth month from the date of the Placing Agreement, or such other period as may be agreed between the Company and the Placing Agent in writing (the "**Placing Period**").

PRINCIPAL TERMS OF THE NOTES

The principal terms of the Notes are summarised below:

Aggregate Principal amount	:	Up to HK\$170,000,000
Denomination	:	In denomination of HK\$100,000 each
Maturity date	:	On the date falling on the second to seventh anniversary of the date of the relevant instrument constituting the relevant Notes (or, if that is not a Business Day, the first Business Day thereafter) (the “ Maturity Date ”)
Issue price	:	100% of the principal amount of the Notes
Interest rate	:	4% per annum calculated on the actual number of days elapsed and on the basis of a 365-day year payable annually in arrears on 31 December each year. All outstanding interest as at the Maturity Date shall be paid on the Maturity Date.
Status	:	The Notes constitute direct, unconditional, unsubordinated and unsecured obligations of the Company and shall at all times rank <i>pari passu</i> and without any preference among themselves. The payment obligations of the Company under the Notes shall, save for such exceptions as may be provided by applicable legislation, at all times rank at least equally with all its other present and future unsecured and unsubordinated obligations. No application will be made for the listing of the Notes on the Stock Exchange or any stock or securities exchange.
Transferability	:	The Notes may be transferrable in whole multiples of HK\$100,000 (or such lesser amount as may represent the entire principal amount thereof) and may be transferred to any person. Save with the consent of the Stock Exchange, none of the Notes may be transferred to a connected person of the Company.
Early redemption	:	The Company may at any time before the Maturity Date and from time to time by serving at least ten (10) days’ prior written notice on the Noteholder with the total amount proposed to be redeemed from the Noteholder specified therein, redeem the Notes (in whole or in part) at not less than 100% of the total amount of such Notes together with payment of interests accrued up to the date of such early redemption.

The terms of the Notes were determined after arm's length negotiations between the Company and the Placing Agent with reference to the prevailing market conditions.

Completion of the Placing is subject to certain terms and conditions under the Placing Agreement and the Placing may or may not proceed. Shareholders and potential investors are reminded to exercise caution when dealing in the securities of the Company.

DEFINITIONS

In this announcement, the following expressions have the meanings set out below unless the context requires otherwise:

“Board”	the board of Directors
“Business Day”	any day (excluding a Saturday, Sunday and public holiday) on which banks in Hong Kong are generally open for business throughout their normal business hours
“Company”	China Soft Power Technology Holdings Limited (中國軟實力科技集團有限公司), a company incorporated in Bermuda with limited liability, the shares of which are listed on the Main Board of the Stock Exchange (stock code: 0139)
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	director(s) of the Company
“Hong Kong”	the Hong Kong Special Administrative Region of the People's Republic of China
“Independent Third Party(ies)”	a party, to the best of the Directors' knowledge, information and belief having made all reasonable enquiry, which/who is not a connected person of the Company and is independent of the Company and its connected persons
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Maturity Date”	has the meaning ascribed to it under the paragraph headed “Maturity Date” in the section headed “Principal terms of the Notes”
“Noteholder”	a person in whose name a Note is registered in the register of Noteholders
“Notes”	various 4% coupon unlisted and unsecured notes with maturity ranging from two to seven years to be issued by the Company and to be placed pursuant to the Placing Agreement

“Placees”	independent professional, institutional or private investors selected and procured by the Placing Agent to subscribe for the Notes pursuant to the Placing Agreement
“Placing”	the placing of the Notes by the Placing Agent on a best effort basis pursuant to the terms of the Placing Agreement
“Placing Agent”	Central Wealth Securities Investment Limited (中達證券投資有限公司), acting as the placing agent for the Placing under the Placing Agreement and a licensed corporation to carry on Type 1 (dealing in securities) and Type 4 (advising on securities) regulated activities under the SFO
“Placing Agreement”	the placing agreement dated 22 December 2016 and entered into between the Company and the Placing Agent in relation to the Placing
“Placing Period”	has the meaning ascribed to it under the paragraph headed “Placing Period” in the section headed “Placing Agreement”
“SFO”	Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Share(s)”	ordinary share(s) of the Company
“Shareholder(s)”	the holder(s) of the issued Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.

By order of the Board
China Soft Power Technology Holdings Limited
Chen Xiaodong
Chairman

Hong Kong, 22 December 2016

As at the date of this announcement, the Board comprises the following Directors:

Executive Directors:

Mr. Chen Xiaodong (*Chairman*)
Mr. Yu Qingrui
Ms. Lam Hay Yin

Independent non-executive Directors:

Mr. Kwok Chi Kwong
Mr. Chen Youchun
Mr. Mai Qijian